

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

LATHAM & WATKINS, LLP

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Counsel for FlexGen Power Systems, LLC

In re:

Powin, LLC, et al.¹

Debtors.

Chapter 11

Case No. 25-16137 (MBK)

(Jointly Administered)

**APPLICATION FOR ADMISSION
PRO HAC VICE OF WHIT MORLEY**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583], (ii) Powin, LLC [0504], (iii) PEOS Holdings, LLC [5476], (iv) Powin China Holdings 1, LLC [1422], (v) Powin China Holdings 2, LLC [9713], (vi) Charger Holdings, LLC [5241], (vii) Powin Energy Ontario Storage, LLC [8348], (viii) Powin Energy Operating Holdings, LLC [2495], (ix) Powin Energy Operating, LLC [6487]. The Debtors' mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

Pursuant to Rule 101.1 of the Local Rules of the United States District Court for the District of New Jersey and Rule 9010-1 of the Local Rules of Bankruptcy Procedure for the District of New Jersey (the “Local Bankruptcy Rules”), the undersigned counsel hereby seeks entry of an order granting the admission *pro hac vice* of Whit Morley, of the law firm Latham & Watkins, LLP, to represent Flex Gen Power Systems, LLC, the DIP Lender, before this Court in connection with the above-captioned chapter 11 cases. In support of this Application, the undersigned counsel submits the attached Certification of Whit Morley, and requests that the proposed form of order submitted herewith be entered. Counsel certifies that he is admitted, practicing, and a member in good standing with the Bar of the State of New Jersey.

Dated: July 9, 2025

/s/Blake T. Denton
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EXHIBIT A

Certification of Whit Morley

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
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In re: Powin, LLC, et al. ² Debtors.	Chapter 11 Case No. 25-16137 (MBK) (Jointly Administered)

CERTIFICATION OF WHIT MORLEY

Whit Morley, being of full age, hereby certifies that:

1. I am an attorney with the law firm of Latham & Watkins LLP, counsel to FlexGen Power Systems, LLC, the DIP Lender with my office located at 330 North Wabash Avenue, Suite

2800, Chicago IL, NY 60611. I make this Certification in support of my application to appear in this *case pro hac vice*.

2. I have been a member in good standing of the Bar of the State of Illinois since 2019 and I am admitted to practice in the United States District Court for the Northern District of Chicago.

3. I am a member in good standing of the Bar of the jurisdiction in which I am admitted to practice.

4. No disciplinary actions are pending against me in any jurisdiction. No discipline has previously been imposed on me in any jurisdiction. I have never been suspended or disbarred from the practice of law.

5. I have obtained a copy of the Local Bankruptcy Rules and am generally familiar with such Rules. I will comply with all court and ethical rules governing the practice of law before this Court.

6. I further agree to pay all fees to the Clerk of the United States District Court for the District of New Jersey and the Lawyer's Fund for Client Protection as provided in Rule 101.1 of the Local Rules of the United States District Court for the District of New Jersey.

7. I declare under the penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Date: July 9, 2025

/s/Whit Morley
Whit Morley

Exhibit B

Proposed Order

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
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LATHAM & WATKINS, LLP Blake T. Denton (<i>pro hac vice</i> forthcoming) David A. Hammerman (<i>pro hac vice</i> forthcoming) Andrew Sorkin (<i>pro hac vice</i> forthcoming) 1271 Avenue of the Americas New York, NY 10020 Telephone: (212) 906-1200 Email: blake.denton@lw.com david.hammerman@lw.com andrew.sorkin@lw.com 330 North Wabash Avenue, Suite 2800 Chicago, IL 60611 Telephone: (312) 876-7700 Email: whit.morley@lw.com 355 South Grand Avenue, Suite 100 Los Angeles, CA 90071-1560 Telephone: (213) 485-1234 Email: jeffrey.mispagel@lw.com <i>Counsel for FlexGen Power Systems, LLC</i>	
In re: Powin, LLC, et al. ¹ Debtors.	Chapter 11 Case No. 25-16137 (MBK) (Jointly Administered)

ORDER FOR ADMISSION PRO HAC VICE

The relief set forth on the following page is **ORDERED**.

This matter having been brought before the Court on application for an Order For

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Admission Pro Hac Vice; and the Court having reviewed the moving papers of the applicant, out-of-state attorney, and considered this matter pursuant to Fed. R. Civ. Proc. 78, D.N.J. L. Civ. R. 101.1 and D.N.J. LBR 9010-1, and good cause having been shown; it is

ORDERED that Whit Morley be permitted to appear pro hac vice; provided that pursuant to D.N.J. L. Civ. R. 101.1(c)(4), an appearance as counsel of record shall be filed promptly, by a member of the bar of this Court upon whom all notices, orders and pleadings may be served, and who shall promptly notify the out-of-state attorney of their receipt. Only an attorney at law of this Court may file papers, enter appearances for parties, sign stipulations, or sign and receive payments on judgments, decrees or orders, and it is further

ORDERED that the applicant shall arrange with the New Jersey Lawyers' Fund for Client Protection for payment of the annual fee, for this year and for any year in which the out of-state attorney continues to represent a client in a matter pending in this Court in accordance with New Jersey Court Rule 1:28-2 and D.N.J. L. Civ. R. 101.1, said fee to be deposited within twenty (20) days of the date of the entry of this Order, and it is further

ORDERED that the \$250.00 fee required by D.N.J. L. Civ. R. 101(c)(3) for pro hac vice admission to the District Court for the District of New Jersey shall also be payable within twenty (20) days of entry of this Order. Payment in the form of a check must be payable to "Clerk, USDC" and forwarded to the Clerk of the United States District Court for the District of New Jersey at the following address:

United States District Court
District of New Jersey
Martin Luther King, Jr. Federal Building
50 Walnut Street
Newark, N.J. 07102
Attention: Pro Hac Vice Admissions

and it is further ORDERED that the applicant shall be bound by the Local Rules of the United States District Court for the District of New Jersey and the Local Rules of Bankruptcy Procedure for the District of New Jersey; and it is further

ORDERED that the Clerk shall forward a copy of this Order to the Treasurer of New Jersey Lawyers' Fund for Client Protection within 5 days of its date of entry.